# IN THE UNITED STATES BANKRUPTCY COURT FOR THE WESTERN DISTRICT OF TEXAS EL PASO DIVISION

# MOTION FOR INTERIM APPROVAL OF USE OF CASH COLLATERAL

TO THE HONORABLE H. CHRISTOPHER MOTT, UNITED STATES BANKRUPTCY JUDGE:

Now comes the Debtor-in-Possession GOOD TIME STORES, INC. and through its counsel files this Motion for Interim Approval of Use of Cash Collateral, and would show:

1.

Petition date in these proceedings is August 7, 2015.

2.

GOOD TIME STORES, INC. is a Texas business corporation that operates a group of convenience stores. It has creditors who are secured by liens on the Debtor's inventory of convenience store merchandise, among other collateral.

3.

The Debtor presently has a staff of 30 employees. Payrolls occur every week; the next one is scheduled for August 14, 2015. The Debtor chiefly needs to use cash collateral to pay its employees, to pay for utilities, and to replenish its merchandise.

4.

The cash collateral consists of an inventory of convenience store merchandise, including food, beverages (beer and wine and mixed beverages), sundries, paper goods, and picnic and auto supplies, having an estimated value of \$35,000, and gasoline and diesel fuel having an estimated value of \$2,000.00. The cash collateral also includes the cash proceeds of the inventory.

5.

Debtor can afford to reorganize and present a confirmable Plan if given a reasonable time, within the contemplated statutory limits, to do so.

6.

There are multiple liens on file against the Debtor that affect the cash collateral. In order of temporal priority, these are as follows:

- Perfected financing statements on inventory and gasoline inventory dating back to 2009 (#09-0000202962), and 2010 (10-0025443100) since renewed and assigned and now held by Pineda NPL-F2, LLC whose address is 99 High St., 7<sup>th</sup> Floor, Boston, MA 02110 and whose counsel is Mr. Brad Gordon of Reese, Gordon & Marketos, LLC, 750 N. St. Paul St. #610, Dallas, TX 75201.
- 2) Federal tax liens filed centrally against the Debtor corporation by the UNITED STATES INTERNAL REVENUE SERVICE ("IRS"), on January 25, 2013 for \$115, 990.64, on December 31, 2014 for \$21,095.94, on March 3, 2015 for \$31,169.84, on February 27, 2015 for \$1,076.56, and on June 12, 2015 for \$51.87.
- 3) A State Tax lien filed by the Texas Comptroller of Public Accounts on July 2, 2015 for \$1,668.08.
- 4) A State Tax lien filed by the Texas Comptroller on June 26, 2015 for \$3,000.26, against "GTS BEVERAGE, INC." GTS BEVERAGE, INC. is an alter ego of the Debtor.

7.

Copies of the foregoing liens are hereto appended.

8.

In order of lawful priority, the IRS liens have all been on file for at least 45 days, and they accordingly prime the contractual liens of NPL-F2, LLC under 26 U.S.C. § 6331. The federal tax liens are superior to the TEXAS COMPTROLLER's liens because the IRS filed its liens earlier.

9.

As interim adequate protection Debtor proposes:

- a) To make adequate protection payments of \$1,000.00 on the 20th of each month to the IRS at INTERNAL REVENUE SERVICE INSOLVENCY SECTION, Mail Stop 5026 AUS, Austin, TX 78701;
- b) To ask the Court to award a replacement lien to the IRS in the amount of the cash collateral's petition-date value;
- c) To maintain the replacement collateral at a level generally no less than what was on hand on petition date;
- d) To use the cash collateral only in the ordinary course of business;
- e) To make available on-line its Monthly Operating Reports, on their due dates in this case; and
- f) To file all post-petition tax reports and returns on a timely basis, and to pay all postpetition taxes on a timely basis.

10.

IRS, in reliance upon the proposing of the above measures, has consented to the use of its cash collateral on an interim basis. The undersigned attorney is notifying the IRS and all other

lienholders of this Motion.

WHEREFORE, PREMISES CONSIDERED, Debtor prays that interim authorization to use cash collateral be granted, upon the terms described above.

Respectfully submitted this day of August, 2015.

P. BUD KIRK

Texas State Bar No. 11508650

600 Sunland Park Dr. Building Four, Ste. 400

El Paso, TX 79912

(915) 584-3773

(915) 581-3452 facsimile

budkirk@aol.com

Attorney for Debtor

### **CERTIFICATE OF SERVICE**

I do hereby certify that on the day of August, 2015 did cause a copy of the foregoing Motion for Interim Approval of Use of Cash Collateral to be mailed to <u>U.S. Trustee</u>, P.O. Box 1539, San Antonio, TX 78205-1539; to <u>Good Time Stores, Inc.</u>, c/o Bruce Nelson, 901 N. Resler Dr., El Paso, TX 79912; to <u>Internal Revenue Service</u>, Centralized Insolvency Office, P.O. Box 7346, Philadelphia, PA 19101-7346; to <u>IRS Insolvency Office</u>, 300 E. 8<sup>th</sup> Street, Mail Stop 5026AUS, Austin, TX 78701; to <u>Steven B. Bass</u>, U.S. Attorney's Office, 816 Congress Ave., Ste. 1000, Austin, TX 78701; to <u>Texas Comptroller of Public Accounts</u>, Revenue Accounting Divison-Bankruptcy Section, P.O. Box 13528, Austin, TX 78711; and to <u>Victor Monsisvais</u>, Texas Comptroller's Office, 401 E. Franklin, El Paso, TX 79901.

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2g. ORG. ID #, if any

MIDDLE NAME

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76086

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STATE

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SUFFIX

COUNTRY

**USA** 

4. This FINANCING STATEMENT covers the following collateral:
ALL FURNITURE, FIXTURES, EQUIPMENT and GASOLINE INVENTORY; WHETHER ANY OF THE
FOREGOING IS OWNED NOW OR ACQUIRED LATER; ALL ACCESSIONS, ADDITIONS,
REPLACEMENTS, AND SUBSTITUTIONS RELATING TO ANY OF THE FOREGOING; ALL RECORDS OF
ANY KIND RELATING TO ANY OF THE FOREGOING; ALL PROCEEDS RELATING TO ANY OF THE
FOREGOING (INCLUDING INSURANCE, GENERAL INTANGIBLES, AND OTHER ACCOUNTS
PROCEEDS).

2e. TYPE OF ORGANIZATION

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

ADD'L DEBTOR INFO RE ORGANIZATION DEBTOR

3a. ORGANIZATION'S NAME

COMPASS BANK

36. INDIVIDUAL'S LAST NAME

2d TAX ID# SSN OR

OR

3c. MAILING ADDRESS

132 AUSTIN AVENUE

5. ALTERNATIVE DESIGNATION [if applicable]: LESSEELESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER AG UEN NON-UCC FILING

1. 6. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE

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(ADDITIONAL FEE) [optional]

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10. OPTIONAL FILER REFERENCE DATA:  Debtor: Good Time Stores, Inc.	10. OPTIONAL FILER REFERENCE DATA:	·

ucc FINANGNIS2473-11EMENT | DIMENION ENTITED 08/07/15 Entered 08/07/15 18:53:07 Main Document Pg 8 of 17

7. CHANGED OR ADDED INFORMATION: Complete for Assignment or Party Information Change - provide only one name (7a or 7b) (use exact, full name; do not omit, modify, or abbreviate any

and item 7c

ADDITIONAL NAME(S)/INITIAL(S)

ADDITIONAL NAME(S)/INITIAL(S)

STATE

POSTAL CODE

to be deleted in item 6a or 6b.

SUFFIX

SUFFIX

COUNTRY

FOLLOW INSTRUCTIONS		
A. NAME & PHONE OF CONTACT AT	FILER (optional)	
B. E-MAIL CONTACT AT FILER (option	onal)	
C. SEND ACKNOWLEDGMENT TO: (I Corporation Service Compar 801 Adlai Stevenson Drive Springfield, IL 62703 USA	•	FILING NUMBER: 15-00089245  FILING DATE: 03/25/2015 03:12 PM  DOCUMENT NUMBER: 598090810001  FILED: Texas Secretary of State  IMAGE GENERATED ELECTRONICALLY FOR XML FILING  THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY
10-0025443100	16.L This FINANCING STATEMENT	T AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS.  form UCC3Ad) and provide Debtor's name in item 13
2. TERMINATION: Effectiveness of the Fir	nancing Statement identified above is terminated v	with respect to the security interest(s) of the Secured Party authorizing this Termination Statement
3 ASSIGNMENT (full or partial): Provide n For partial assignment, complete item 7 and 9 and all		Assignee in item 7c <u>and</u> also name of Assignor in item 9.
4. CONTINUATION: Effectiveness of the additional period provided by applicable law	Financing Statement identified above with respect	to the security interest(e) of Secured Party authorizing this Continuation Statement is continued for the
1	ange affects Debtor or Secured	Party of record. <u>AND</u> Check <u>one</u> of these three boxes to:  ADD name: Complete item 7a or 7b, — DELETE name: Give record name

6. CURRENT RECORD INFORMATION: Complete for Party Information Change - provide only one name (6a or 6b)

FIRST PERSONAL NAME

FIRST PERSONAL NAME

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT: Provide only one name (9a or 9b) (name of Assignor, if this is an Assignment) If this is an Amendment authorized by a DEBTOR, check here and provide name of authorizing Debtor 9a. ORGANIZATION'S NAME Pineda Grantor Trust II 9b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX 10. OPTIONAL FILER REFERENCE DATA: Debtor: Good Times Stores, Inc. [97755551]

... 7a or 7b <u>and</u> item 7c

part of the Debtor's name)

7c. MAILING ADDRESS

OR

6a. ORGANIZATION'S NAME

6b. INDIVIDUAL'S SURNAME

7a. ORGANIZATION'S NAME

76. INDIVIDUAL'S SURNAME

26515 T. Code

Do not write in the space above

## LIMITED SALES, EXCISE, AND USE TAX **TEXAS STATE TAX LIEN**

County Clerk Of EL PASO 104 CITY-COUNTY BLDG

**EL PASO TX 79901** 

County

3. Taxpayer number	4. Period
<b>1-74-1786364-8</b>	1503
5. Audit rec. 6. County = 071	7: Uniq. no. m 03
8. Recording data 9. Volume	10. Page
11. instrument/Document number	

COUNTY CLERK; Please record this Texas State Tax Lien in the "State Tax Liens Book" of your county as provided by law. Enter your county filing data in the space designated below.

> Return this lien when recorded to: COMPTROLLER OF PUBLIC ACCOUNTS 111 E. 17th Street

Notice is hereby given that a lien exists in favor of the State of Texas for delinquent taxes/fees. All taxes/fees, fines, penalties and interest due to the State of Texas were assessed by statute and were secured as of the assessment date by a statutory lien on all real and personal property owned, claimed or acquired by the taxpayer named below.

Austin, Texas 78774-0100.

axpayer identification:

GOOD TIME STORES, INC. 7108 AIRPORT RD EL PASO TX 79906-4909

PERIOD OF LIABILITY	TYPE OF TAX/FEE	AM	OUNT OF LIEN
03/01/2015 through 03/31/2015	STATE		1,128.89
	CITY	1	269.59
	TRANSIT		134.80
	COUNTY	1	134.80
	SPD	1	0.00
	TOTAL AMOUNT OF LIEN	\$	1,668.08

This lien is cumulative and in addition to all other tiens provided by law and is sufficient to cover all taxes/fees, fines, penalties and interest of any nature or type which may have accrued before or after the filing of this notice.

This notice is made as required by TEX. TAX CODE ANN. ch. 113 and all other relevant provisions of law.

Given under my hand and seal of office at the City of Austin, Texas, this

26th day of June

2015

**GLENN HEGAR** 

COMPTROLLER OF PUBLIC ACCO

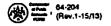
County Clerk certification and recording information



I hereby certify that this instrument was filed on the date and time stamped hereon by me and was duly recorded by document number in the Official Public Records of Real Property in El Paso County.



EL PASO COUNTY, TEXAS



Doc# 20150046082

26515

LIMITED SALES, EXCISE, AND USE TAX

#### TEXAS STATE TAX LIEN

**County Clerk Of** EL PASÓ County 104 CITY-COUNTY BLDG EL PASO TX 79901

Do not write in the sa	tce above
For Company	um offe #F
3. Tampayer number \$ 8 1-30-03727 285	1503
S. Auditrec. S. County	
8. Recording date: FB27	Some E. Spraye
11. Instrument/Document	E .

COUNTY CLERK: Please record this Texas State Tax Lien in the "State Tax Liens Book" of your county as provided by law. Enter your county filing data in the space designated below.

Return this lien when recorded to: COMPTROLLER OF PUBLIC ACCOUNTS

111 E. 17th Street

Austin, Texas 78774-0100.

Notice is hereby given that a lien exists in favor of the State of Texas for delinquent taxes/fees. All taxes/fees, fines, penalties and interest due to the State of Texas were assessed by statute and were secured as of the assessment date by a statutory lien on all real and personal property owned, claimed or acquired by the taxpayer named below.

Taxpayer identification:

GTS BEVERAGE, INC. 7108 AIRPORT RD EL PASO TX 79906-4909

PERIOD OF LIABILITY	TYPE OF TAX/FEE	AMOUNT OF LIEN
03/01/2015 through 03/31/2015	STATE	2,365.29
Co, CI, Ed C Bilough Co, CI, Ed C	CITY	317.47
	TRANSIT	158.75
	COUNTY	158.75
	SPD	0.00
	TOTAL AMOUNT OF LIEN	\$ 3,000.26

This lien is cumulative and in addition to all other liens provided by law and is sufficient to cover all taxes/fees, fines, penalties and interest of any nature or type which may have accrued before or after the filing of this notice.

This notice is made as required by TEX. TAX CODE ANN. ch. 113 and all other relevant provisions of law.

Given under my hand and seal of office at the City of Austin, Texas, this

26th day of June

2015

**GLENN HEGAR** 

COMPTROLLER OF PUBLIC ACCOUNT

County Clerk certification and recording information

I hereby certify that this instrument was filed on the date and time stamped hereon by me and was duly recorded by document number in the Official Public Records of Real Property in El Paso County.



EL PASO COUNTY, TEXAS

Form 668 (Y)(c) (Rev. February 2004)

Department of the Treasury - Internal Revenue Service

### **Notice of Federal Tax Lien**

Area:

SMALL BUSINESS/SELF EMPLOYED ARRA #5 Lien Unit Phone: (800) 913-6050

Serial Number

For Optional Use by Recording Office

As provided by section 6321, 6322, and 6323 of the Internal Revenue Code, we are giving a notice that taxes (including interest and penalties) have been assessed against the following-named taxpayer. We have made a demand for payment of this liability, but it remains unpaid. Therefore, there is a lien in favor of the United States on all property and rights to property belonging to this taxpayer for the amount of these taxes, and additional penalties, interest, and costs that may accrue.

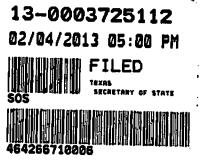
Name of Taxpayer GOOD TIME STORES INC, a Corporation

Residence

in IRC 6325(a).

7108 AIRPORT RD EL PASO, TX 79906-4909

IMPORTANT RELEASE INFORMATION: For each assessment listed below, unless notice of the lien is refiled by the date given in column (e); this notice shall, on the day following such date, operate as a certificate of release as defined





Kind of Tax	Tax Period Ending	Identifying Number		Last Day for Refiling	Unpaid Balance of Assessment
(a) 941	<b>(b)</b> 09/30/2012	(c) 74-1786364	(d) 12/31/2012	(e) 01/30/2023	<b>(f)</b> 115990.64
,					
		•.			
	•		,	,	
	•		·	-	
lace of Filing		**			
		ary of State , TX 78711		Total	\$ 115990.64

This notice was prepared and signed at	NASHVILLE, TN	, on this,
the 25th day ofJanuary,2013	· .	
Signature Coc for HARTMUT MUELLER	Title REVENUE OFFICER (915) 834-6563	25-05-2441

Department of the Treasury - Internal Revenue Service

#### Notice of Federal Tax Lien

Form	866	(Y)(c
(Rev. F	ebruar	20041

Area: SMALL BUSINESS/SELF EMPLOYED AREA #5 Lien Unit Phone: (800) 913-6050

Serial Number

137173414

As provided by section 6321, 6322, and 6323 of the Internal Revenue Code, we are giving a notice that taxes (including interest and penalties) have been assessed against the following-named taxpayer. We have made a demand for payment of this liability, but it remains unpaid. Therefore, there is a lien in favor of the United States on all property and rights to property belonging to this taxpayer for the amount of these taxes, and additional penalties, interest, and costs that may accrue.

Name of Taxpayer GOOD TIME STORES INC, a Corporation

Residence

7108 AIRPORT RD EL PASO, TX 79906-4909

IMPORTANT RELEASE INFORMATION: For each assessment listed below, unless notice of the lien is refiled by the date given in column (e), this notice shall, on the day following such date, operate as a certificate of release as defined in IRC 6325(a).

For Optional Use by Recording Office

15-0001264493

01/12/2015 05:00 PM

FILED



CK 16

Kind of Tax (a)	Tax Period Ending (b)	Identifying Number (c)	Date of Assessment (d)	Last Day for Refiling (e)	Unpaid Balance of Assessment (f)
941	06/30/2014		10/06/2014	11/05/2024	21095.94
_	_				
lace of Filing			<del> </del>	<del></del>	
		ary of State , TX 78711		Total .	\$ 21095.94

NASHVILLE, TN This notice was prepared and signed at , on this, December 2014 31st day of the Signature Title REVENUE OFFICER 25-05-2413 for J. C. ESTRADA (915) 834-6574

Form 668 (Y)(c) (Rev. February 2004)

Department of the Treasury - Internal Revenue Service

#### **Notice of Federal Tax Lien**

\_\_\_\_\_

SMALL BUSINESS/SELF EMPLOYED AREA #5 Lien Unit Phone: (800) 913-6050 Serial Number

146260215

As provided by section 6321, 6322, and 6323 of the Internal Revenue Code, we are giving a notice that taxes (including interest and penalties) have been assessed against the following-named taxpayer. We have made a demand for payment of this liability, but it remains unpaid. Therefore, there is a lien in favor of the United States on all property and rights to property belonging to this taxpayer for the amount of these taxes, and additional penalties, interest, and costs that may accrue.

Name of Taxpayer GOOD TIME STORES INC, a Corporation

Residence

7108 AIRPORT RD

EL PASO, TX 79906-4909

IMPORTANT RELEASE INFORMATION: For each assessment listed below, unless notice of the lien is refiled by the date given in column (e), this notice shall, on the day following such date, operate as a certificate of release as defined in IRC 6325(a).

15-0007321413 03/10/2015 05:00 PM FILED 'EXAL SOS SOS 595631100010

For Optional Use by Recording Office

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Kind of Tax (a)	Tax Period Ending (b)	Identifying Number (c)	Date of Assessment (d)	Last Day for Refiling (e)	Unpaid Balance of Assessment (f)
941	09/30/2014		02/16/2015	03/18/2025	31169.84
			}		
					,
			1		•
		·	l		
				·	
ace of Filing			. 1		
		ary of State , TX 78711		Total	\$ 31169.84

This notice was prepared and signed at	NAS	, on this,	
the 03rd day of March	2015		
Signature Cheng Condant for J. C. ESTRADA		Title REVENUE OFFICER (915) 834-6574	25-05-2413

Form 668 (Y)(c) (Rev. February 2004)

Department of the Treasury - Internal Revenue Service

## **Notice of Federal Tax Lien**

Area: SMALL BUSINESS/SELF EMPLOYED AREA #5

Lien Unit Phone: (800) 913-6050

Serial Number

145913815

As provided by section 6321, 6322, and 6323 of the Internal Revenue Code, we are giving a notice that taxes (including interest and penalties) have been assessed against the following-named taxpayer. We have made a demand for payment of this liability, but it remains unpaid. Therefore, there is a lien in favor of the United States on all property and rights to property belonging to this taxpayer for the amount of these taxes, and additional penalties, interest, and costs that may accrue.

Name of Taxpayer GOOD TIME STORES INC, a Corporation

Residence

7108 AIRPORT RD EL PASO, TX 79906-4909

IMPORTANT RELEASE INFORMATION: For each assessment listed below, unless notice of the lien is refiled by the date given in column (e), this notice shall, on the day following such date, operate as a certificate of release as defined in IRC 6325(a).

15-0007342961 03/10/2015 05:00 PM FILED YEXAS SOS SECRETARY OF STATE 595644680027

For Optional Use by Recording Office

CIKY MILIAN CEINS

Kind of Tax (a)	Tax Period Ending (b)	Identifying Number (c)	Date of Assessment (d)	Last Day for Refiling (e)	Unp of /	aid Balance Assessment (f)
941	03/31/2014		06/30/2014			1076.56
		•		·		
Place of Filing  Secretary of State  Austin, TX 78711					\$	1076.56

This notice was prepared and signed atN	, on this,	
the day ofFebruary		
Signature Cheuf Condens for J. C. ESTRADA	Title REVENUE OFFICER (915) 834-6574	25-05-2413

Form 668 (Y)(c)

Department of the Treasury - Internal Revenue Service

# **Notice of Federal Tax Lien**

(Rev. February 2004)

Area: SMALL BUSINESS/SELF EMPLOYED AREA #5 Lien Unit Phone: (800) 913-6050

Serial Number

162021215

For Optional Use by Recording Office

15-0020396127 

FILED

Residence

7108 AIRPORT RD EL PASO, TX 79906-4909

Name of Taxpayer GOOD TIME STORES INC, a Corporation

additional penalties, interest, and costs that may accrue.

IMPORTANT RELEASE INFORMATION: For each assessment listed below, unless notice of the lien is refiled by the date given in column (e), this notice shall, on the day following such date, operate as a certificate of release as defined in IRC 6325(a).

As provided by section 6321, 6322, and 6323 of the Internal Revenue

Code, we are giving a notice that taxes (including interest and penalties) have been assessed against the following-named taxpayer. We have made

a demand for payment of this liability, but it remains unpaid. Therefore,

there is a lien in favor of the United States on all property and rights to property belonging to this taxpayer for the amount of these taxes, and

> 四22% CL K 19

Kind of Tax (a)	Tax Period Ending (b)	Identifying Number	Date of Assessment (d)	Last Day for Refiling (e)	Unpaid Balance of Assessment (f)
940	12/31/2014	XX-XXX6364	04/20/2015	05/20/2025	51.87
			·		
•					
			Ì		
Place of Filing	1	<u></u>	<u>                                     </u>		
	Secret Austin	ary of State , TX 78711		Total	\$ 51.87
This notice wa	as prepared and s	signed at NA	SHVILLE, TN	1	, on this,
the 12t	th day of Jur	<u>2015</u>			
Signature for J. C.	Cheng (	under		OFFICER 34-6574	25-05-2413
(NOTE: Co	ertificate of officer au 1-466, 1971 - 2 C.B.	thorized by law to take ackr 409)		ssential to the validity of	Notice of Federal Tax lien